

**APPLICATION FOR CERTIFICATE TO BECOME A
TELECOMMUNICATIONS CARRIER**

WORKING ASSETS FUNDING SERVICE, INC.

ATTACHMENT D

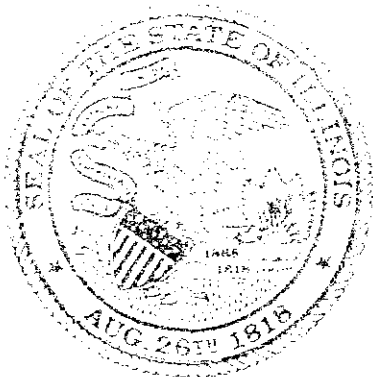
CORPORATE DOCUMENTS



Wherras, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF
 WORKING ASSETS FUNDING SERVICES (INC.)
 INCORPORATED UNDER THE LAWS OF THE STATE OF CALIFORNIA HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this* 24TH
day of OCTOBER *A.D. 19* 91 *and of the Independence of the United States the two hundred and* 16TH.



George H. Ryan
 SECRETARY OF STATE

Form **BCA-13.15**

(Rev. Jan. 1991)

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

SUBMIT IN DUPLICATE

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961**FILED**

OCT 24 1991

GEORGE H. RYAN
SECRETARY OF STATEThis space for use by
Secretary of State

Date

10-24-91

License Fee

\$

Franchise Tax

\$

Filing Fee

\$

Penalties

\$

Approved:

120.00

Payment must be made by certified
check, cashier's check, Illinois attor-
ney's check, Illinois C.P.A.'s check or
money order, payable to "Secretary of
State."1. (a) CORPORATE NAME: Working Assets Funding Services (INC.)

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois.
Form BCA 4.15 is attached.)2. (a) State or Country of Incorporation: California(b) Date of Incorporation: November 25, 1985(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located:

230 California st. #500
San Francisco, CA 94111

(b) Address of principal office in Illinois:

CT Corporation System
208 South LaSalle St.
Chicago, IL 60604

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent

CT Corporation System

First Name

Middle Name

Last Name

Registered Office

208 South La Salle Street

Number

Street

Suite #

ChicagoIL 60604Cook

City

Zip Code

County

5. States and countries in which it is admitted or qualified to transact business:

CA, FL, VT, MN, GA, KS, AR, AZ, ND, MS, NE, SC, WV, IN, OH, MD, NJ

6. Names and residential addresses of officers and directors:

	Name	No. & Street	City	State	Zip
President	Peter Barnes	432 - 28th St.	San Francisco	CA	94131
Secretary	Laura Schel	19 Sutter Court	Tiburon	CA	94920
Director	Steve Gunn	101 Orchard Rd.	Orinda	CA	94653
Director	Susan Leonard	51 Lippard Ave.	San Francisco	CA	94131
Director	Jimmy Dawkas	3361 - 21st St.	San Francisco	CA	94110

If more than 3, attach list

1400/6

7. Purpose or purposes proposed to be pursued in transacting business in this state:

(If not sufficient space to cover this point, add one or more sheets of this size.)

To offer long distance telephone service, and to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of California, and permitted under the Illinois Business Corporation Act of 1983.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares	
			Authorized	Number of Shares Issued
PREFERRED		\$10-	200,000	50,000
COMMON		\$1-	800,000	391

AS OF 7/31/91

9. Paid-in Capital: \$ 500,391 -

("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 90,000 -
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 0
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 15,000,000 -
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 100,000 -

11. Interrogatories:

- .. (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: 230 California St. #500 San Francisco, CA 94111
- (b) Number of shares of all classes owned by residents of Illinois: 0
- (c) Number of shares of all classes owned by non-residents of Illinois: 50,391
- (d) Is the corporation transacting business in this state at this time? no
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated OCTOBER 8, 1991

Working Assets Funding Services

(Exact Name of Corporation)

attested by

Laura Scher

(Signature of Secretary or Assistant Secretary)

by

Stephen Gunn

(Signature of President or Vice President)

LAURA SCHER, PRESIDENT

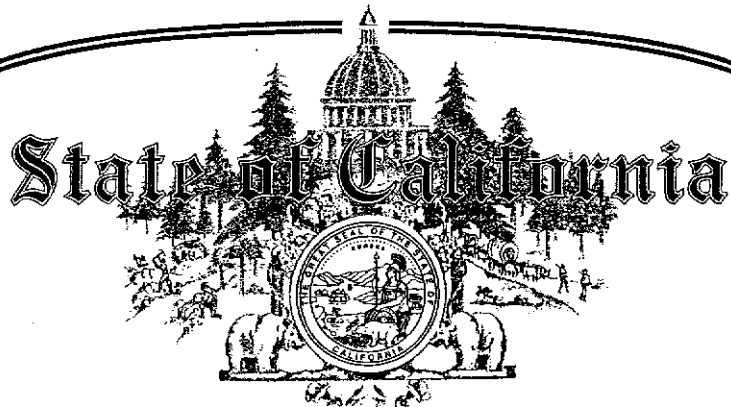
(Type or Print Name and Title)

STEPHEN GUNN, VICE PRESIDENT

(Type or Print Name and Title)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 33 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

OCT 07 1999



Bill Jones

Secretary of State